

PARTIAL SERVICE AREA AGREEMENT

THIS AGREEMENT, made and entered into as of the 1st day of Sept. , 2004, by and between MENARD ELECTRIC COOPERATIVE (hereinafter referred to as "Menard") and CENTRAL ILLINOIS PUBLIC SERVICE COMPANY d/b/a AMERENCIPS (hereinafter referred to as "CIPS") (hereinafter referred to collectively as the "Parties"),

WITNESSETH:

WHEREAS, Menard and CIPS are both electric suppliers, as defined by the Electric Supplier Act of the State of Illinois, 220 ILCS 30/1 *et seq.*, approved July 2, 1965, as amended (hereinafter referred to as "ESA"); and

WHEREAS, the parties have reached agreement with regard to the rights of each to provide electric service within a portion of East Bluffs Subdivision, Petersburg, Illinois located in Section 13, Township 19 North, Range 7 West of the Third P.M., Menard County, Illinois being more particularly described on the attached map marked Exhibit A and by reference incorporated herein; and

WHEREAS, pursuant to Section 6 of the ESA and in compromise and settlement of the matters currently in dispute between them in Section 13, Township 18 North, Range 7 West, in Menard County, the parties hereto desire to enter into a Partial Service Area Agreement defining and delineating service areas in which each shall be entitled to furnish electric delivery service in certain areas of Section 13, Township 18 North, Range 7 West, in Menard County;

NOW THEREFORE, in consideration of the mutual covenants and agreements as stated, Menard and CIPS agree as follows:

1. In order to define and delineate certain territory in Section 13, Township 18 North, Range 7 West, Menard County, in which either CIPS or Menard shall be the exclusive electric delivery service supplier, the parties attach a map which is by reference incorporated herein as Exhibit A and upon which is marked either "MEC^{*}" (Menard) or "CIPS^{*}" to identify the respective territory which each of Menard or CIPS shall exclusively serve. Both parties acknowledge that for purposes of this Agreement they agree to waive any grandfathering rights they may have under Section 5 of the ESA to provide service on or to those areas designated on Exhibit A which are the subject of this Agreement.

2. Regardless of the boundaries delineated in Paragraph 1, if either CIPS or Menard constructs a service facility for its own use in the territory designated for the other, such service facility may be served by its owner. Neither CIPS nor Menard shall be prohibited from constructing and maintaining new lines when necessary, through the service area or areas of the other, provided no service be extended from such lines, or any of them, to any consumers except those consumers the constructing party is otherwise entitled to serve pursuant to this Agreement.

3. This Agreement is entered into pursuant to Section 6 of the ESA. The parties intend that the terms of this Agreement and the territory delineated to each of the parties pursuant to this Agreement shall govern all disputes concerning the rights of the parties to serve customers within the territory covered by the Agreement. Except as otherwise required by law, it is intended by the parties that this Agreement and the rights of each to serve customers in the territory covered by the Agreement shall supersede any claim of right by either party pursuant to the ESA.

* Exhibit A is marked "Menard Electric Cooperative" and "Ameren CIPS" on attached map.

4. This Partial Service Area Agreement shall not become effective until it has been approved by final order of the Commission.

IN WITNESS WHEREOF, the parties hereto have caused this Partial Service Area Agreement to be executed in their respective corporate names by their duly authorized officers and their respective corporate seals to be hereunto affixed as of the day and year first above written.

MENARD ELECTRIC COOPERATIVE

By: Cary L. Martin
President

AMERENCIPS

By: Jim Davis
Vice President, Energy Delivery
AmerenCIPS

ATTEST:

D. J. Fae
Secretary

ATTEST:

Assistant Secretary
Assistant Secretary

EXHIBIT A

This Partial Service Area Agreement covers the following area in Menard County, Illinois:

In Section 13, Township 18 North, Range 7 West of the Third Principal Meridian, Menard County, Illinois:

MENARD*

CIPS *

All Boundary Lines are located as noted on the map attached hereto.

See Attached Map



Date:	07/16/04	Drawn By:	DSP
Scale:	NA	Checked By:	
Size:	B	App. By:	JJR
Name:			

Project	East Bluff Subdivision	MENARD ELECTRIC COOPERATIVE
Description	Service Territory Agreement - Menard Electric Cooperative / Ameren CIPS	122 South Sixth Street Petersburg, IL 62675 (217) 632-7746